

MIDSOUTH BANCORP INC
 Form 4
 November 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LANDRY DONNIE R

2. Issuer Name and Ticker or Trading Symbol
 MIDSOUTH BANCORP INC
 [MSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 102 VERSAILLES BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2005

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Director & officer of subsidia

LAFAYETTE, LA 70501

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------|---|--------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/04/2005 | | S | | 12,620 | A | \$ 27.4 | 42,758 | D | |
| Common Stock | 11/04/2005 | | S | | 0 | A | \$ 0 | 9,780 | I | Spouse IRA |
| Common Stock | 11/04/2005 | | S | | 0 | A | \$ 0 | 4,559 | I | Cust.for Son |
| Common Stock | 11/04/2005 | | S | | 0 | A | \$ 0 | 17,766 | I | ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
| Stock Options | \$ 8.6 | 11/04/2005 | | S | 0 | <u>(1)</u> 05/30/2012 | Common Stock | 0 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LANDRY DONNIE R 102 VERSAILLES BLVD. LAFAYETTE, LA 70501 | | | | Director & officer of subsidia |

Signatures

Donnie R. Landry
 __Signature of Reporting Person
 11/04/2005
 Date

Donnie R. Landry as Trustee for MidSouth ESOP Trust
 __Signature of Reporting Person
 11/04/2005
 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Up to 20% of total during the second year; up to 40% during the third year; up to 60% during the fourth year; up to 80% during the fifth year and during the sixth and each subsequent yeuar until ten years fromd ate of grant up to 100% of the total number of shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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